DRAFT RESOLUTIONS
OF THE ANNUAL GENERAL MEETING
OF MAKARONY POLSKIE S.A.
submitted by a Shareholder
in his request of 26 April 2019

Resolution No. ...
of the Annual General Meeting of Makarony Polskie Spółka Akcyjna
of 2019

on: the authorisation for the Company Management Board to repurchase own shares of Makarony Polskie S.A.

Acting pursuant to Article 362.1.8 of the Code of Commercial Companies, the Annual General Meeting of Makarony Polskie S.A. with its registered office in Rzeszów (hereinafter referred to as the "Company") resolves as follows:

§ 1.

1. The Company Management Board is authorised to repurchase ordinary bearer shares of the Company listed on the basic market of the Warsaw Stock Exchange ("WSE"), i.e. the market of official stock listings, identified in the Central Securities Depository of Poland with the code ISIN PLMKRNP00015 ("Own Shares"), on the conditions and in the manner specified in this Resolution.
2. The Company is entitled to repurchase Own Shares which have been fully covered, based on the following principles:
   a) the maximum number of Own Shares which the Company may repurchase is 1,850,014 (one million eight hundred and fifty thousand fourteen), of the nominal value of PLN 3.00 (three zlotys) each, providing that the total nominal value of the repurchased Own Shares together with the nominal value of the other Own Shares which have not been sold by the Company does not exceed 20% of the Company share capital;
   b) the minimum price per Own Share is PLN 6.00 (six zlotys), and the maximum price per Own Share is PLN 8.52 (eight zlotys and fifty two groshes);
   c) the total maximum payment for the repurchased Own Shares will not be higher than the value of the reserve capital created for that purpose;
   d) the authorisation for the Management Board to repurchase Own Shares covers the period of 5 (five) years, starting from the date of passing this Resolution, and ending not later than at the moment of complete utilisation of the reserve capital created for the purpose of Own Shares repurchase;
   e) the Management Board shall disclose in public the date of commencement and completion of the Own Shares repurchase period, as well as the terms and conditions of repurchasing the Own Shares which have not been specified herein, in accordance with Article 56 of the Act of 29 July 2005 on Public Offering and Conditions Governing Introduction of Financial Instruments to Organised Trading, and on Public Companies (hereinafter referred to as the "Act on Public Offering") and in accordance with the Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC (EU OJ L No. 173, page 1, hereinafter referred to as the "Regulation");

f) within the authorisation, the Management Board may repurchase Own Shares solely as a result of an announcement of an invitation to submit Own Shares sale offers (hereinafter referred to as the "Invitation"), which will be made through an entity running a brokerage business, whereas the minimum number of Own Shares per Invitation may not be smaller than 462,504 (four hundred and sixty two thousand five hundred and four);
g) Own Shares will be repurchased specifically for the purpose of:
    1) redemption, or
    2) resale, or
    3) conversion.

3. Guided by the interest of the Company, the Management Board may:
    a) close the process of Own Shares repurchase before the end-date of this authorisation, upon consulting the Supervisory Board;
    b) resign from the repurchase of Own Shares in whole or in part at the consent of the General Meeting;
    c) as soon as the decisions referred to under letters a) and b) above are made, the Management Board is obliged to disclose the information in public, in the manner specified in the Act on Public Offering and in the Regulation.

§ 2.

1. The Annual General Meeting authorises the Management Board to take any actual and legal steps needed to repurchase Own Shares in accordance with the contents of this Resolution, including the conclusion of agreements with brokerage houses with regard to the repurchase of Own Shares by way of Invitation announcement.
2. The Annual General Meeting authorises the Management Board of the Company to determine the other terms and conditions of acquiring Own Shares in the scope which has not been regulated in § 1 hereof.

§ 3.

The Resolution comes into force on the date of its passing.

Resolution No. ...
of the Annual General Meeting of Makarony Polskie Spółka Akcyjna
of 2019

on: creation of reserve capital for Own Shares repurchase

Pursuant to Articles 396.4 and 362.2.3, in relation to Article 348.1 of the Code of Commercial Companies and paragraphs 6a and 8 of the Company Articles, the Annual General Meeting resolves as follows:

§ 1.

1. Reserve capital in the amount of PLN 17,000,000.00 (say: seventeen million zlotys) is created for the purpose of Own Shares repurchase on the basis and within the limits of the authorisation granted to the Management Board, pursuant to Article 362.1.8 of the Code of Commercial Companies, in accordance with Resolution No. ..... of the Annual General Meeting of the Company of ..... 2019, with regard to the Company capability in that regard as at the date of passing this Resolution.
2. The reserve capital will be created by way of transferring the amount of PLN 17,000,000.00 (say: seventeen million zlotys) from the supplementary Capital of the Company.

§ 2.

The Resolution comes into force on the date of its passing.